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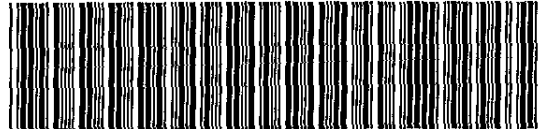
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AUTHORIZATION BY PHONE TO

CORRECT RA acceptance

DATE 6-10-03

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SECRETARY

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Administrative Offices  
6655 66<sup>th</sup> Street North  
Pinellas Park, FL 33781  
Ph: 727-545-7564  
Fax: 727-545-7584  
[www.operationpar.org](http://www.operationpar.org)

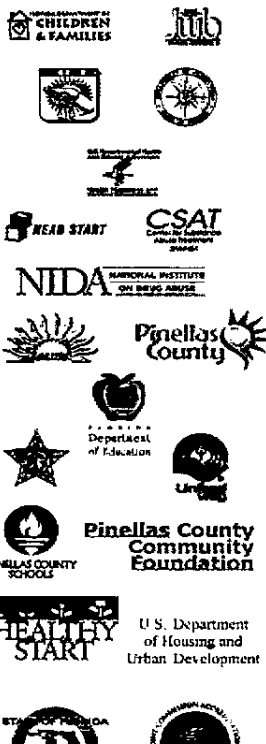
**BOARD OF DIRECTORS**

*Jeane McCarthy, M.D.*  
CHAIRPERSON  
*Sue Piatt*  
VICE CHAIRPERSON  
*Gary Sweat*  
TREASURER  
*Joseph H. Saunders, Esq.*  
SECRETARY  
*Anthony Battaglia, Esq.*  
*Winston Bridges Jr., Ph.D.*  
*Karol Bullard*  
*Debi Burns*  
*David Cimino, M.D.*  
*Paulette Hadley*  
*Andrea "Onnie" Hastings*  
*David Pilkington*  
*Betty Sembler*  
*Donald C. Sullivan, M.D.*

**EXECUTIVE STAFF**

*Shirley Coletti, DHL*  
PRESIDENT  
*Michael Sheehan, MB*  
MEDICAL DIRECTOR  
*Nancy Hamilton, MPA,*  
CAP, CCJAP  
CHIEF EXECUTIVE OFFICER  
*Dianne Clarke, MPA, CAP*  
CHIEF OPERATING OFFICER

**FUNDERS**



May 29, 2003

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Operation PAR Hope for a Brighter Future Foundation, Inc.

Enclosed is an original and two (2) copies of the Articles of Incorporation of the above referenced entity along with a check for \$78.75 to cover the filing fee and a certified copy of the same.

Sincerely,

Shirley D. Coletti  
President

c/o Operation PAR, Inc.  
6655 66<sup>th</sup> St. North  
Pinellas Park, Florida 33781

ARTICLES OF INCORPORATION

OF THE

OPERATION PAR HOPE FOR A BRIGHTER FUTURE FOUNDATION, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I – NAME OF CORPORATION

The name of this corporation shall be OPERATION PAR HOPE FOR A BRIGHTER FUTURE FOUNDATION, INC.

ARTICLE II – ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The address of the principal office and mailing address of the corporation is 6655 66<sup>th</sup> St. North, Pinellas Park, Florida 33781.

ARTICLE III – PURPOSES AND POWERS OF CORPORATION

- A. The corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), and in particular, the purpose of this corporation is to be operated solely for the benefit of and in connection with, as a supporting organization under Section 509 (a) (3) of the Code, OPERATION PAR, INC., a Florida not for profit corporation, or its successors in interest.
- B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.
- C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:
  - 1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other

private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including publishing or distribution statements) on behalf of or in opposition to any candidate for public office.
3. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Code.
4. If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509 (a) of the Code, the following provisions shall apply for so long as it remains a private foundation:
  - (i) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
  - (ii) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
  - (iii) The corporation will not retain any excess business holdings as defined in Section 4943 (c) of the Code.
  - (iv) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
  - (v) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

#### SECTION IV – ELECTIONS OF DIRECTORS AND OFFICERS

The Board of Directors of the corporation shall be elected as provided in the Bylaws. The Board of Directors shall at all times consist of at least three (3) persons. The name and address of the initial directors and officers of this corporation are as follows:

Name	Address	Office
Shirley D. Coletti	6655 66 <sup>th</sup> St. North Pinellas Park, FL 33781	President/Director

Karol Bullard	2733 Bullard Dr. Clearwater, Florida 33762	Vice Chair/Director
Jan Frazer Smith	6372 Palm Del Mar Blvd. #508 St. Petersburg, FL 33715	Secretary/Director
Anthony Battaglia	Battaglia, Ross, Dicus & Wein P.O. Box 41100 St. Petersburg, FL 33743	Treasurer/Director

#### ARTICLE V – INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 6655 66<sup>th</sup> St. North, Pinellas Park, Florida 33781, and the name of the initial registered agent of this corporation at that address is Shirley D. Coletti. The Board of Directors may from time to time designate a new registered office and registered agent.

#### ARTICLE VI – INCORPORATOR

The name and address of the incorporator of this corporation is:

Name	Address
Shirley D. Coletti	6655 66 <sup>th</sup> St. North Pinellas Park, Florida 33781

#### ARTICLE VII – TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

#### ARTICLE VIII – DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed to OPERATION PAR, INC., a Florida not for profit corporation, if it is then exempt under Section 501 (c) (3) of the Code, or if it is not then exempt, or if it is not then in existence, then distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized

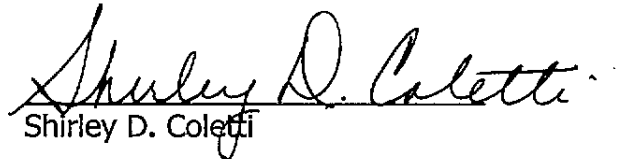
and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer of director, or any former officer or director, to the full extent permitted by law.

**IN WITNESS WHEREOF**, the undersigned incorporator has made and subscribed these Articles of Incorporation at Pinellas Park, Florida this 29<sup>th</sup> day of May, 2003.

I ACCEPT THE DUTIES OF REGISTERED AGENT.

  
Shirley D. Coletti

INCORPORATOR/REGISTERED AGENT

FILED  
03 JUN -2 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA